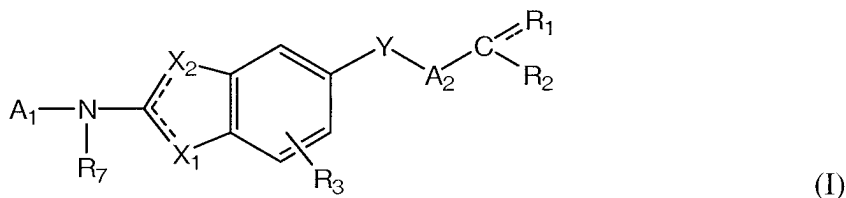


## AMENDMENTS TO THE CLAIMS

1-74. (Canceled)

75. (Previously presented) A method for treating a cancer disorder selected from the group consisting of melanoma, breast cancer, prostate cancer, lung cancer, pancreatic cancer, thyroid cancer, bladder cancer, colon cancer, liver cancer, myeloid leukemia, and villous colon adenoma in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of the formula (I) effective to inhibit Raf kinase activity in a human or animal subject:



wherein, X<sub>1</sub> and X<sub>2</sub> are =N- or -NR<sub>4</sub>-, provided that if X<sub>1</sub> is -NR<sub>4</sub>-, then X<sub>2</sub> is =N-, or if X<sub>2</sub> is -NR<sub>4</sub>-, then X<sub>2</sub> is =N-;

Y is O or S;

A<sub>1</sub> is substituted or unsubstituted alkyl, cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, or heteroarylarylalkyl;

A<sub>2</sub> is substituted or unsubstituted heteroaryl;

R1 is O or H, and R2 is NR5R6 or hydroxyl; or R1 is taken together with R2 to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

R<sub>3</sub> is hydrogen, halogen, loweralkyl, or loweralkoxy;

R<sub>4</sub> is hydrogen, hydroxyl, alkylamino, dialkylamino or alkyl;

R<sub>5</sub> and R<sub>6</sub> are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or R<sub>5</sub> and R<sub>6</sub> are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; and

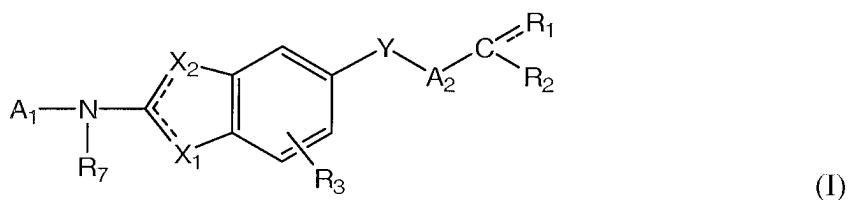
R<sub>7</sub> is loweralkyl;

or a pharmaceutically acceptable salt, ester or prodrug thereof.

76. (Previously presented) The method of claim 75 which further comprises administering to the human or animal subject at least one additional agent for the treatment of cancer selected from irinotecan, topotecan, gemcitabine, 5-fluorouracil, leucovorin carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab and trastuzumab.

77. (Canceled)

78. (Previously presented) A method for treating a Ras/mitogen-activated protein kinase signal pathway-mediated hormone dependent cancer disorder selected from the group consisting of breast cancer and prostate cancer in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of the formula (I) effective to inhibit Raf kinase activity in a human or animal subject:



wherein,  $X_1$  and  $X_2$  are  $=N-$  or  $-NR_4-$ , provided that if  $X_1$  is  $-NR_4-$ , then  $X_2$  is  $=N-$ , or if  $X_2$  is  $-NR_4-$ , then  $X_1$  is  $=N-$ ;

Y is O or S;

$A_1$  is substituted or unsubstituted alkyl, cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, or heteroarylarylalkyl;

$A_2$  is substituted or unsubstituted heteroaryl;

$R_1$  is O or H, and  $R_2$  is  $NR_5R_6$  or hydroxyl; or  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

$R_3$  is hydrogen, halogen, loweralkyl, or loweralkoxy;

$R_4$  is hydrogen, hydroxyl, alkylamino, dialkylamino or alkyl;

$R_5$  and  $R_6$  are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or  $R_5$  and  $R_6$  are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; and

$R_7$  is loweralkyl;

or a pharmaceutically acceptable salt, ester or prodrug thereof.

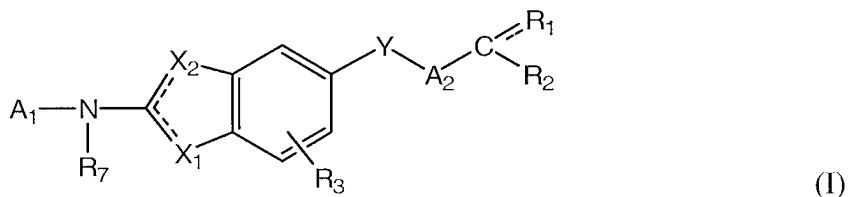
79. (Canceled)

80. (Previously presented) The method of claim 78 which further comprises administering to the human or animal subject at least one additional agent for the treatment of cancer selected from irinotecan, topotecan, gemcitabine, 5-fluorouracil, leucovorin carboplatin,

cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab and trastuzumab.

81. (Canceled)

82. (Previously presented) A method for treating a Ras/mitogen-activated protein kinase signal pathway-mediated hematological cancer disorder in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of the formula (I) effective to inhibit Raf kinase activity in a human or animal subject:



wherein,  $X_1$  and  $X_2$  are  $=N-$  or  $-NR_4-$ , provided that if  $X_1$  is  $-NR_4-$ , then  $X_2$  is  $=N-$ , or if  $X_2$  is  $-NR_4-$ , then  $X_1$  is  $=N-$ ;

$Y$  is O or S;

$A_1$  is substituted or unsubstituted alkyl, cycloalkyl, heterocycloalkyl, aryl, polycyclic aryl, polycyclic arylalkyl, heteroaryl, biaryl, heteroarylaryl, heteroarylheteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, biarylalkyl, or heteroarylarylalkyl;

$A_2$  is substituted or unsubstituted heteroaryl;

$R_1$  is O or H, and  $R_2$  is  $NR_5$ ,  $R_6$  or hydroxyl; or  $R_1$  is taken together with  $R_2$  to form a substituted or unsubstituted heterocycloalkyl or heteroaryl group; wherein, the dashed line represents a single or double bond;

R<sub>3</sub> is hydrogen, halogen, loweralkyl, or loweralkoxy;

R<sub>4</sub> is hydrogen, hydroxyl, alkylamino, dialkylamino or alkyl;

R<sub>5</sub> and R<sub>6</sub> are independently selected from hydrogen, and substituted or unsubstituted alkyl, alkoxyalkyl, aminoalkyl, amidoalkyl, acyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkyloxyalkylheterocyclo, and heteroarylalkyl; or R<sub>5</sub> and R<sub>6</sub> are taken together to form substituted or unsubstituted heterocyclo or heteroaryl; and

R<sub>7</sub> is loweralkyl;

or a pharmaceutically acceptable salt, ester or prodrug thereof.

83. (Previously presented) The method of claim 82 which further comprises administering to the human or animal subject at least one additional agent for the treatment of cancer selected from irinotecan, topotecan, gemcitabine, 5-fluorouracil, leucovorin carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab and trastuzumab.

84-86. (Canceled)

87. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein X<sub>1</sub> is NR<sub>4</sub> and X<sub>2</sub> is N in formula (I).

88. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein R<sub>4</sub> in formula (I) is hydrogen or C<sub>1-6</sub> alkyl.

89. (Previously presented) The method of claim 88, wherein R<sub>4</sub> in formula (I) is methyl.

90. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein Y in formula (I) is O.

91. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein A<sub>1</sub> in formula (I) is substituted or unsubstituted C<sub>3-14</sub> aryl.

92. (Previously presented) The method of claim 91, wherein A<sub>1</sub> in formula (I) is selected from the group consisting of substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, phenylalkyl, pyridylalkyl, pyrimidinylalkyl, heterocyclylcarbonylphenyl, heterocyclylphenyl, heterocyclylalkylphenyl, chlorophenyl, fluorophenyl, bromophenyl, iodophenyl, dihalophenyl, nitrophenyl, 4-bromophenyl, 4-chlorophenyl, alkylbenzoate, alkoxyphenyl, dialkoxyphenyl, dialkylphenyl, trialkylphenyl, thiophene, thiophene-2-carboxylate, alkylthiophenyl, trifluoromethylphenyl, acetylphenyl, sulfamoylphenyl, biphenyl, cyclohexylphenyl, phenoxyphenyl, dialkylaminophenyl, alkylbromophenyl, alkylchlorophenyl, alkylfluorophenyl, trifluoromethylchlorophenyl, trifluoromethylbromophenyl, indenyl, 2,3-dihydroindenyl, tetralinyl, trifluorophenyl, (trifluoromethyl)thiophenyl, alkoxybiphenyl, morpholinyl, N-piperazinyl, N-morpholinylalkyl, piperazinylalkyl, cyclohexylalkyl, indolyl, 2,3-dihydroindolyl, 1-aceyt1-2,3-dihydroindolyl, cycloheptyl, bicyclo[2.2.1]hept-2-yl, hydroxyphenyl, hydroxyalkylphenyl, pyrrolidinyl, pyrrolidin-1-yl, pyrrolidin-1-ylalkyl, 4-amino(imino)methylphenyl, isoxazolyl, indazolyl, adamantyl, bicyclohexyl, quinuclidinyl, imidazolyl, benzimidazolyl, imidazolylphenyl, phenylimidazolyl, pthalamido, naphthyl, benzophenone, aniliny, anisolyl, quinolinyl, quinolinonyl, phenylsulfonyl, phenylalkylsulfonyl, 9H-flouren-1-yl, piperidin-1-yl, piperidin-1-ylalkyl, cyclopropyl, cyclopropylalkyl, pyrimidin-5-ylphenyl, quinolidinylphenyl, furanyl, furanylphenyl, N-methylpiperidin-4-yl, pyrrolidin-4-

ylpyridinyl, 4-diazepan-1-yl, hydroxypyrrolidin-1-yl, dialkylaminopyrrolidin-1-yl, 1,4'-bipiperidin-1'-yl, and (1,4'-bipiperidin-1'-ylcarbonyl)phenyl.

93. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein A<sub>1</sub> in formula (I) is selected from the group consisting of substituted or unsubstituted phenyl, chlorophenyl, fluorophenyl, bromophenyl, iodophenyl, dihalophenyl, nitrophenyl, 4-bromophenyl, 4-chlorophenyl, alkoxyphenyl, dialkoxyphenyl, dialkylphenyl, trialkylphenyl, alkylthiophenyl, trifluoromethylphenyl, acetylphenyl, sulfamoylphenyl, biphenyl, cyclohexylphenyl, phenyloxyphenyl, dialkylaminophenyl, alkylbromophenyl, alkylchlorophenyl, alkylfluorophenyl, trifluoromethylchlorophenyl, trifluoromethylbromophenyl, trifluorophenyl, (trifluoromethyl)thiophenyl, alkoxybiphenyl, hydroxyphenyl, hydroxyalkylphenyl, 4-amino(imino)methylphenyl and (1,4'-bipiperidin-1'-ylcarbonyl)phenyl.

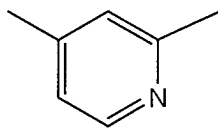
94. (Previously presented) The method of claim 93, wherein A<sub>1</sub> in formula (I) is 4-bromophenyl.

95. (Previously presented) The method of claim 93, wherein A<sub>1</sub> in formula (I) is trifluoromethylchlorophenyl.

96. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein A<sub>2</sub> in formula (I) is selected from the group consisting of substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, thiazolyl, indolyl, imidazolyl, oxadiazolyl, tetrazolyl, pyrazinyl, triazolyl, thiophenyl, furanyl, quinolinyl, purinyl, naphthyl, benzothiazolyl, benzopyridyl and benzoimidazolyl.

97. (Previously presented) The method of claim 96, wherein A<sub>2</sub> in formula (I) is pyridyl.

98. (Previously presented) The method of claim 96, wherein A<sub>2</sub> in formula (I) is



99. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein R<sub>1</sub> is taken together with R<sub>2</sub> in formula (I) to form a substituted or unsubstituted C<sub>3-8</sub> heterocycloalkyl or C<sub>3-14</sub> heteroaryl group.

100. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein R<sub>1</sub> is taken together with R<sub>2</sub> in formula (I) to form a group selected from substituted or unsubstituted phenyl, pyridyl, pyrimidinyl, thiazolyl, indolyl, imidazolyl, oxadiazolyl, tetrazolyl, pyrazinyl, triazolyl, thiophenyl, furanyl, quinolinyl, purinyl, naphthyl, benzothiazolyl, benzopyridyl and benzoimidazolyl.

101. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein R<sub>1</sub> is taken together with R<sub>2</sub> in formula (I) to form a substituted or unsubstituted imidazolyl group.

102. (Previously presented) The method of claim 100, wherein the imidazolyl group is substituted with a halo C<sub>1-6</sub> alkyl group.

103. (Previously presented) The method of claim 100, wherein the imidazolyl group is substituted with a trifluoromethyl group.

104. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein R<sub>3</sub> in formula (I) is hydrogen.



105. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein  $R_4$  in formula (I) is hydrogen.

106. (Currently amended) A method of any one of [claim] claims 75, 76, 78, 80, 82, or 83, wherein  $R_5$  and  $R_6$  in formula (I) are independently selected from hydrogen and methyl.

107. (Canceled)

108. (Previously presented) The method of claim 75, wherein the cancer is melanoma.

109. (Previously presented) The method of claim 75, wherein the cancer is a carcinoma of the lungs, pancreas, thyroid, bladder or colon.

110. (Previously presented) The method of claim 75, wherein the cancer is myeloid leukemia.

111. (Previously presented) The method of claim 75, wherein the cancer is villous colon adenoma.